

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

NEIMAN MARCUS GROUP LTD LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 20-32519 (DRJ)

Jointly Administered)

MARIPOSA INTERMEDIATE
HOLDINGS LLC, NEIMAN MARCUS
GROUP LTD LLC, and THE NEIMAN
MARCUS GROUP LLC,

Plaintiffs,

v.

MARBLE RIDGE CAPITAL LP and
MARBLE RIDGE MASTER FUND LP,

Defendants.

Adv. Proc. No. 20-_____

DECLARATION OF DANIEL KAMENSKY

I, DANIEL KAMENSKY, hereby declare under penalty of perjury:

1. I am the Managing Partner of Marble Ridge Capital LP ("MRC").
2. MRC is an SEC-registered investment fund that manages investment funds that invest across the capital structure in event- and distressed situations.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Neiman Marcus Group LTD LLC (9435); Bergdorf Goodman Inc. (5530); Bergdorf Graphics, Inc. (9271); BG Productions, Inc. (3650); Mariposa Borrower, Inc. (9015); Mariposa Intermediate Holdings LLC (5829); NEMA Beverage Corporation (3412); NEMA Beverage Holding Corporation (9264); NEMA Beverage Parent Corporation (9262); NM Bermuda, LLC (2943); NM Financial Services, Inc. (2446); NM Nevada Trust (3700); NMG California Salon LLC (9242); NMG Florida Salon LLC (9269); NMG Global Mobility, Inc. (0664); NMG Notes PropCo LLC (1102); NMG Salon Holdings LLC (5236); NMG Salons LLC (1570); NMG Term Loan PropCo LLC (0786); NMG Texas Salon LLC (0318); NMGP, LLC (1558); The Neiman Marcus Group LLC (9509); The NMG Subsidiary LLC (6074); and Worth Avenue Leasing Company (5996). The Debtors' service address is: One Marcus Square, 1618 Main Street, Dallas, Texas 75201.

3. MRC is the asset manager for the Marble Ridge Master Fund LP (“the Fund”).

4. On August 20, 2020, MRC announced that it has decided to commence an orderly wind down of the Marble Ridge funds, which includes the Fund. MRC is managing that liquidation process.

5. As of July 31, 2020, the Fund’s net asset value (“NAV”) was \$634,968,794. Attached as Exhibit A is a true and correct copy of the Fund’s most recent NAV statement prepared by the Fund’s third-party administrator.

6. Most of the Fund’s assets will take some time to sell and therefore in order to avoid sales at “fire-sale” prices, pursuant to the Fund’s documentation, MRC intends to sell a substantial portion of those assets in an orderly manner, over a period of approximately three to six months. For example, the Fund’s assets include bank debt, trade claims, and unlisted post-reorganization equities.

7. Additionally, the Fund has approximately \$180 million in unrestricted cash or cash equivalents (“Cash”) and intends to distribute that Cash pursuant to its liquidation provisions to the Fund’s investors on a pro rata basis based on the Fund’s NAV as of September 30, 2020. That distribution will likely occur in early- to mid-October 2020

8. Until September 30, 2020, the Cash will not be distributed. Further, as noted, a substantial portion of the remaining assets under management of approximately \$455 Million will be sold over a course of approximately three to six months.

9. MRC and the Fund’s counsel proposed to the Debtor’s counsel yesterday evening, shortly before being served with the temporary restraining order papers at issue here, that the Fund will provide the Debtor with notice before its assets reach a value of \$55 Million. As described above, the Fund’s asset will not reach that level for a number of months—if not more—and the

offer to provide such notice remains open. A true and correct copy of that communication is appended hereto as Exhibit B.

10. Additionally, MRC has communicated the Fund's willingness to "cash out" the Series B Preferred Stock issued by MYT Holding Co. at 40 cents per share less a transaction fee. Attached as Exhibit C is a true and correct copy of the Revised Global Settlement Offer dated August 11, 2020.

11. The offer remains outstanding.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 27, 2020

New York, New York



DANIEL KAMENSKY